

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

AHTESHAM AHMED, derivatively on  
behalf of ZUORA INC.,

Plaintiff,

v.

MARC DIOUANE, PETER FENTON,  
KENNETH A. GOLDMAN, TIMOTHY  
HALEY, JASON PRESSMAN, TYLER  
SLOAT, TIEN TZUO,  
MICHELANGELO VOLPI, and  
MAGDELENA YESIL,

Defendants,

- and -

ZUORA, INC.,

Nominal Defendant.

**Case No. 1:20-cv-00714-CFC**

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KENNETH SCHUSTER, derivatively on  
behalf of ZUORA, INC., PLAINTIFF,

Plaintiff,

v.

MARC DIOUANE, PETER FENTON,  
KENNETH A. GOLDMAN, TIMOTHY  
HALEY, JASON PRESSMAN, TYLER  
SLOAT, TIEN TZUO,  
MICHELANGELO VOLPI, and  
MAGDELENA YESIL,

Defendants,

- and -

ZUORA, INC.,

Nominal Defendant.

**Case No. 1:20-cv-00745-UNA**

**JOINT STIPULATION AND [PROPOSED] ORDER CONSOLIDATING  
RELATED STOCKHOLDER DERIVATIVE ACTIONS AND  
ESTABLISHING A LEADERSHIP STRUCTURE**

WHEREAS, on May 28, 2020, Plaintiff Ahtesham Ahmed filed a stockholder derivative action on behalf of nominal defendant Zuora, Inc. (“Zuora” or the “Company”) in this Court alleging breaches of fiduciary duty, unjust enrichment, waste of corporate assets, and violations of the Securities Exchange Act of 1934 (the “Exchange Act”) against defendants Marc Diouane, Peter Fenton, Kenneth A. Goldman, Timothy Haley, Jason Pressman, Tyler Sloat, Tien Tzuo, Michelangelo Volpi, and Magdalena Yesil (collectively, the “Individual Defendants,” and together with Zuora, the “Defendants”), captioned *Ahmed v. Diouane et al*, Case No. 1:20-cv-00714-CFC (the “Ahmed Action”);

WHEREAS, on June 3, 2020, Plaintiff Kenneth Schuster filed a stockholder derivative action alleging substantially similar facts and making substantially similar claims against a group of similar defendants in this Court, captioned *Schuster v. Diouane et al*, Docket No. 1:20-cv-00745-UNA (the “Schuster Action” and together with the Ahmed Action, the “Related Derivative Actions”);

WHEREAS, under Fed. R. Civ. P. 42(a), when actions involve “a common question of law or fact,” the Court may “(1) join for hearing or trial any or all matters at issue in the actions; (2) consolidate the actions; or (3) issue any other orders to avoid unnecessary cost or delay”;

WHEREAS, the Related Derivative Actions challenge substantially the same alleged conduct by the same Company directors, executive officers, and involve substantially the same questions of law and fact;

WHEREAS, the parties therefore respectfully submit that consolidation of the Related Derivative Actions is appropriate;

WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the Court's and nominal defendant's resources, the parties agree that the Related Derivative Actions should be consolidated for all purposes, including pretrial proceedings and trial, into a single consolidated action;

WHEREAS, in order to realize the efficiencies made possible by consolidation of the Related Derivative Actions, the Plaintiffs agree that Pomerantz LLP and Shuman, Glenn & Stecker, the respective resumes of which are attached hereto as Exhibits A and B, shall be designated as Co-Lead Counsel representing Plaintiffs in the consolidated action;

WHEREAS, within 30 days of the Court granting this proposed order, the parties will meet and confer to determine an appropriate schedule for the consolidated action;

WHEREAS, the Plaintiffs also agree that O'Kelly & Ernst, LLC, shall be designated Liaison Counsel representing Plaintiffs in the consolidated action;<sup>1</sup> and

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<sup>1</sup> Defendants take no position on the appointment of Plaintiffs' Lead Counsel and Liaison Counsel.

NOW THEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The following actions are hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No. 1:20-cv-00714-CFC (the “Consolidated Action”), pursuant to Federal Rule of Civil Procedure 42(a):

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Ahmed v. Diouane et al.</i>	1:20-cv-00714-CFC	May 28, 2020
<i>Schuster v. Diouane et al.</i>	1:20-cv-00745-UNA	June 3, 2020

2. Every pleading filed in the Consolidated Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE ZUORA INC., DERIVATIVE  
LITIGATION

Lead Case No. 1:20-cv-00714-CFC

3. All papers filed in connection with the Consolidated Action will be maintained in one file under Lead Case No. 1:20-cv-00714-CFC.

4. This Stipulation is without prejudice to any and all defenses Defendants may assert in this or any of the above-referenced actions and without prejudice to any and all claims Plaintiffs may assert.

NOW THEREFORE, Plaintiffs, through their undersigned counsel, hereby respectfully request that the Court enter an order as follows:

1. Co-Lead Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

**POMERANTZ LLP**

Gustavo F. Bruckner, Esquire  
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**SHUMAN, GLENN & STECKER**

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Brett D. Stecker  
326 W. Lancaster Avenue  
Ardmore, PA 19003  
(303) 861-3003

brett@shumanlawfirm.com

2. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for Plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

3. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any Plaintiffs except through Co-Lead Counsel.

4. Liaison Counsel for Plaintiffs for the conduct of the Consolidated Action shall be:

**O'KELLY & ERNST, LLC**  
Ryan M. Ernst (No. 4788)  
824 N. Market Street, Ste. 1001A  
Wilmington, DE 19801  
(302) 778-4000  
rernst@oelegal.com

5. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Liaison Counsel shall be responsible for

creating and maintaining a master service list of all parties and their respective counsel.

6. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all Plaintiffs.

7. This Order shall apply to each derivative case arising out of the same, or substantially the same, transactions or events as the Consolidated Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a derivative case that properly belongs as part of *In re Zuora Inc., Derivative Litigation*, Lead Case No. 1:20-cv-00714-CFC, is hereafter filed in this Court, reassigned to this Court, or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the Clerk of the Court the filing, reassignment, or transfer of any derivative case that might properly be consolidated as part of *In re Zuora Inc., Derivative Litigation*, Lead Case No. 1:20-cv-00714-CFC, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this order.

**IT IS SO ORDERED:**

Dated: \_\_\_\_\_

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Hon. Colm F. Connolly  
United States District Judge

**STIPULATED TO AND APPROVED BY:**

Dated: June 29, 2020

**O'KELLY & ERNST, LLC**

/s/ Ryan M. Ernst

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*Liaison Counsel for Plaintiffs*

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*Counsel for Plaintiff Kenneth  
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*Counsel for Defendants*